

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHILLIP NELSON BURNS, MIRJANA
PAVKOVICH, Administrator of the Estate of
Rade Pavkovich, Deceased, and WARREN
ELMER HALPAP,

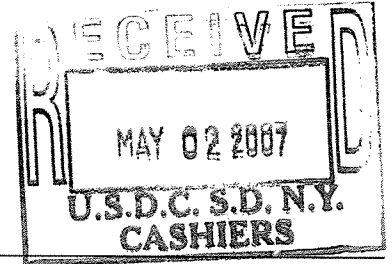
Plaintiffs,

-against-

GRUPO MEXICO S.A. de C.V., a Mexican
Corporation,

Defendant.

Judge Pauley
07 CV 3496
Case No.



ASARCO LLC'S NOTICE OF REMOVAL

Real-party-in-interest ASARCO LLC, formerly known as ASARCO, Inc. ("ASARCO"), by filing this Notice of Removal, removes the claim asserted against Grupo Mexico S.A. de C.V. ("Grupo Mexico") in Count VII of the First Amended Verified Complaint filed in *Phillip Nelson Burns et al. vs. Grupo Mexico S.A. de C.V. et al.*, Index No. 0114728/2004 (the "State Court Amended Complaint"), from the Supreme Court of the State of New York, County of New York, to the United States District Court for the Southern District of New York. In support of this removal, ASARCO states as follows:

REMOVAL BASED ON BANKRUPTCY COURT JURISDICTION

1. Removal of the claim asserted against Grupo Mexico in Count VII of the State Court Amended Complaint is proper under 28 U.S.C. § 1452(a) because this Court has subject matter jurisdiction over that claim pursuant to 28 U.S.C. § 1334(b).

2. On or about October 15, 2004, Phillip Nelson Burns, Mirjana Pavkovich, and Warren Elmer Halpap (collectively, "Plaintiffs") filed an action in the Supreme Court of the State of New York, County of New York, against various defendants, including Grupo Mexico.

The action was captioned *Phillip Nelson Burns et al. vs. Grupo Mexico S.A. de C.V. et al.*, Index No. 0114728/2004, and was assigned to the Honorable Bernard J. Fried (the “State Court Action”).

3. On or about February 7, 2005, Plaintiffs filed the State Court Amended Complaint, a copy of which is attached to this Notice as Exhibit A. Count VII of the State Court Amended Complaint alleges that the transfer of ASARCO’s 54.2% ownership interest in Southern Peru Copper Corporation, now known as Southern Copper Corporation, to ASARCO’s parent, Americas Mining Corporation, on or about March 31, 2003 was a fraudulent transfer under the New York Debtor and Creditor Law, and that Plaintiffs are entitled to judgment against Grupo Mexico, ASARCO, and Compania Mexicana de Cobre, an affiliate of Grupo Mexico.

4. On August 9, 2005, ASARCO commenced its bankruptcy case in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Bankruptcy Court”), by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). A copy of ASARCO’s petition for relief is attached to this Notice as Exhibit B. ASARCO’s bankruptcy case is styled *In re ASARCO LLC*, et al., Case No. 05-21207.

5. Upon ASARCO’s bankruptcy filing, the claims asserted in the State Court Action, including the claim asserted against Grupo Mexico in Count VII of the State Court Amended Complaint, became property of the ASARCO bankruptcy estate pursuant to section 541 of the Bankruptcy Code, and the State Court Action’s continued prosecution was automatically stayed pursuant to section 362(a) of the Bankruptcy Code.

6. The claim asserted against Grupo Mexico in Count VII of the State Court Amended Complaint “arises under” the Bankruptcy Code. The claim also relates to ASARCO’s

bankruptcy case, which is a case under title 11. Accordingly, the claim is removable pursuant to 28 U.S.C. § 1452(a).

7. Removal is timely under Rules 9027(a)(2) and 9006(b) of the Federal Rules of Bankruptcy Procedure and orders of the Bankruptcy Court extending the time to remove actions entered on November 1, 2005; February 7, 2006; May 8, 2006; September 22, 2006; December 26, 2006; and April 5, 2007. The most recent order extending the time for ASARCO to remove actions such as the State Court Action through November 30, 2007 is attached to this Notice as Exhibit C.

8. ASARCO shall serve promptly a copy of this Notice of Removal on Plaintiffs and Grupo Mexico as required by Rule 9027(b) of the Federal Rules of Bankruptcy Procedure.

9. ASARCO shall file promptly a copy of this Notice of Removal with the Supreme Court of the State of New York, County of New York, as required by 28 U.S.C. § 1446(d) and Rule 9027(c) of the Federal Rules of Bankruptcy Procedure.

10. Upon removal, the proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

11. Copies of all process, pleadings, and substantially all papers filed in the State Court Action, to the best of ASARCO's information and belief, are attached to this Notice as Exhibit D. Copies of additional process not filed in the State Court Act are attached to this Notice as Exhibit E. If additional documents relating to the State Court Action are required, ASARCO will submit such documents.

RELIEF REQUESTED

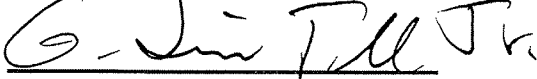
ASARCO respectfully requests that the claim asserted against Grupo Mexico in Count VII of the State Court Amended Complaint filed in the State Court Action, *Phillip Nelson Burns*

et al. vs. *Grupo Mexico S.A. de C.V.* et al., Index No. 0114728/2004, now pending in the Supreme Court of the State of New York, County of New York, be removed to this Court.

Dated: May 2, 2007

Respectfully submitted,

BAKER BOTTS L.L.P.



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CERTIFICATE OF SERVICE

I certify that on May 2, 2007, the foregoing document was served via hand delivery on the following counsel:

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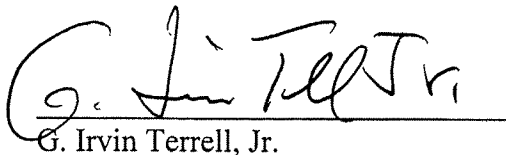
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